CHARTER

OF

ST. CLEMENT'S HOSPITAL AND DISPENSARY

BE IT REMEMBERED, That moved by a desire to make further and better provision than now exists for the relief, care, medical attendance and treatment of the sick and infirm poor, of the City of Philadelphia, and especially of those parts of the said city contiguous to Saint Clement's Church, the following named persons, to wit: Basil William Maturin, Duncan Convers, Henry Flanders, Benjamin F. Holl, George Theodore Roberts, Greville E. Fryer, Herbert Norris, M. D., Richardson L. Wright, Jr., Julia W. Brock, Henrietta Kilgour, Susannah Imogene Schell, Agnes B. Erben, Alice Lippincott, Elizabeth C. Boudinot, Annie H. Neill, Ellen C. Roberts, three and more of whom are citizens of the Commonwealth of Pennsylvania, have associated themselves for the purpose of founding and maintaining a Hospital and Dispensary in the said city; and being desirous of being created a corporation or body politic for the purpose aforesaid, agreeably to the provisions of the Acts of Assembly on that behalf made and provided, they do THEREFORE DECLARE the following to be the objects, articles and conditions of their said Association, to wit:

ARTICLE I.

The name of this Corporation shall be THE HOSPITAL AND DISPENSARY OF ST. CLEMENT'S CHURCH.

ARTICLE II.

The object of this Corporation is to found and maintain a Hospital and Dispensary for the relief, care, medical attendance and treatment of the sick and infirm poor of the City of Philadelphia, and especially of those parts of the said city contiguous to Saint Clement's Church.

ARTICLE III.

The members of this Corporation shall be the subscribers hereto, together with the Rector, Assistant Ministers, Church Wardens and Vestrymen, for the time being, of Saint Clement's Protestant Episcopal Church, in the City of Philadelphia, and such other persons as shall from time to time comply with such terms of membership not inconsistent with this Charter, or with the Constitution or Laws of the Commonwealth of Pennsylvania, as shall be prescribed by the By-Laws.

ARTICLE IV.

The business and government of this Corporation shall be directed by a Board of Managers, not exceeding sixteen in number, of whom three shall always be the Rector and Church Wardens for the time being of Saint Clement's Church, and six others shall always be chosen out of such members of the Corporation as shall be Members or Communicants for the time being of Saint Clement's Church aforesaid.

ARTICLE V.

The whole number of managers, and the number necessary to a quorum for the transaction of business, other than the filling of vacancies in the Board, shall be prescribed by the By-Laws.

ARTICLE VI.

The Board of Managers shall have power by election, in which a majority of the whole Board shall concur, to fill vacancies in their own body.

ARTICLE VII.

The persons named in the foregoing preamble shall constitute the Board of Managers for the first year.

ARTICLE VIII.

The Board of Managers shall have power to make By-Laws, Rules and Regulations for their own government, and for the government and management of the Corporation and its work: PROVIDED that the same are consistent with the Constitution and Laws of the United States and of this Commonwealth, and with the provisions of this Charter.

ARTICLE IX.

The said Corporation shall have a common or corporate seal and by the name, style and title aforesaid shall have the right to acquire and hold by gift, grant, bequest, devise or purchase, real and personal estate, and they shall also have the power to sell and convey the same, and to give and execute mortgages and judgments on the same; PROVIDED that the moneys so raised by the sale, mortgage or other incumbrance of such property shall be applied to the same uses and purposes as the said property was originally held for by the said Corporation. AND PROVIDED FURTHER that the clear yearly income from any Real Estate to be so acquired by the said Corporation shall not exeeed the sum of Twenty thousand dollars.

ARTICLE X.

The said Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this thirty-first day of May, in the year of our Lord, one thousand eight hundred and eighty-six.

Names of Subscribers.	*Residence.*
Basil William Maturin,	(L. S.) 2026 Cherry Street, Philadelphia.
Duncan Convers,	(L, S.) 2026 Cherry Street, Philadelphia.
Henry Flanders,	(L. S.) 129 S. 13th Street, Philadelphia.
B. F. Holl,	(L. S,) S. E. Cor. 34th and Haverford Rd., Philadelphia.
G. Theo. Roberts,	(L. S.) 1805 Walnut Street, Philadelphia.
Greville E. Fryer,	(L. S.) 2101 De Lancey Place, Philadelphia.
Herbert Norris, M. D.,	(L. S.) 313 S. 18th Street, Philadelphia.
Richardson L. Wright, Jr.,	(L. S.) 1919 Master Street, Philadelphia.
Julia W. Brock,	(L. S.) 1536 Pine Street, Philadelphia.
Henrietta Kilgour,	(L. S.) 2223 Locust Street, Philadelphia.
Susanna Imogene Schell,	(L. S.) 1004 Vine Street. Philadelphia.
Agnes B. Erben,	(L. S.) 206 W. Logan Square, Philadelphia.
Alice Lippincott,	(L. S.) 509 South Broad Street, Philadelphia.
Annie H. Neill,	(L. S.) 2039 Locust Street, Philadelphia.
Elizabeth C. Boudinot,	(L. S.) 117 South Twenty-Second Street, Philadelphia.
Ellen C. Roberts,	(L. S.) 1720 Vine Street, Philadelphia.

Commomwealth of Pennsylvania } *ss.*
City and County of Philadelphia. }

On the third day of June, Anno Domini 1886, before me the subscriber, the Recorder of Deeds in and for the said City and County, personally appeared Duncan Convers, Henry Flanders and Richardson L. Wright, Jr., three of the subscribers to the foregoing instrument of writing, and in due form of law acknowledged the same to be their and each of their act and deed and desired the same might be recorded as such.

Witness my hand and seal of office the day and year aforesaid.

GEO. G. PIERIE,
Recorder.

IN THE

Court of Common Pleas, No. 4,

FOR THE COUNTY OF PHILADELPHIA.

In the Matter of the Incorporation of the Hospital and Dispensary of Saint Clement's Church. } June Term, 1886. No. 510.

And Now, To Wit: The Twelfth day of July, A. D., 1886, the within Charter and Certificate of Incorporation having been on file in the office of the Prothonotary of the said Court since the Tenth day of June, A. D., 1886, the day on which publication of notice of intended application was first made, as appears from entry thereon, and due proof of said publication having been therewith presented to me, I do hereby certify that I have perused and examined said instrument, and find the same to be in proper form and within the purposes named in the first class of corporations specified in section 2, of the act of April 29, 1874, and that said purposes are lawful and not injurious to the community. It is therefore ordered and decreed that the said Charter be approved, and it is hereby approved, and upon the recording of the said Charter and its endorsements and this order in the office of the Recorder of Deeds in and for the said county, which is now hereby ordered, the subscribers thereto, and their associates, shall thenceforth be a corporation for the purposes and upon the terms and under the name therein stated.

M. ARNOLD.

Judge of the Court of Common Pleas No. 4, of the County of Philadelphia.

Recorded in the Office for the Recording of Deeds, in and for the City and County of Philadelphia in Charter Book No. 11, Pages 439, etc.

Witness my hand and seal of office this Nineteenth day of July, A. D. 1886.

GEO. G. PIERIE,

Recorder of Deeds.

BY-LAWS

OF

ST. CLEMENT'S HOSPITAL AND DISPENSARY.

(*Amended December 31, 1890.*)

ARTICLE. I.

OF MEMBERSHIP.

The membership of the Corporation shall consist of,

First.—All those named in the Charter as *ex-officio* members.

Second.—All contributors to the funds of the Corporation to the extent of at least Ten Dollars per annum.

Third.—The Life members, who shall be all such persons as shall at any time contribute the sum of Two hundred and fifty dollars or upwards to the funds of the Corporation.

At the annual meeting each member shall be entitled to one vote on every question.

ARTICLE II.

OF MEETINGS.

First.—The stated meetings of the Board of Managers shall be held on the First Thursday of December, May and November, at such place as the President, or in his absence, the Vice-President, may designate.

Second.—Five members shall constitute a quorum for the transaction of ordinary business, but for filling vacancies in the Board, making or altering By-laws, purchasing or selling real estate or other permanent property of the Corporation, or contracting any debts beyond Two hundred dollars, except for current expenses, nine shall be required to form a quorum.

Third.—A special meeting may be called by the President or Vice-President, when deemed necessary by either of them, or by the Secretary, on the request in writing of three members.

Fourth.—The order of business at all meetings shall be as follows:

The Roll Call,
The Reading of the Minutes,
Reports of Officers,
Reports of Standing Committees,
Reports of Special Committees,
Elections,
Unfinished business,
New Business.

Fifth.—At the stated meeting in November, the President or Vice President shall make a full report of the management, including therein the work and condition of the Hospital and Dispensary, the financial condition of the Corporation, and an estimate of the money needed for the support of its work during the next year. At the same meeting the report of the Treasurer, as hereinafter provided, shall be read.

Sixth.—An annual meeting of the members of the Corporation shall be held at such place as may be designated by the President, or in his absence, the Vice-President, within the Octave of St. Clements Day, or within Three days thereafter, at which meeting the Annual Report of the President shall be read and the members of the Board of Managers elected.

ARTICLE III.

OF OFFICERS.

The Officers of the Corporation shall be a President, a Vice-President, a Treasurer and a Secretary, who shall be elected at the stated meeting in December, to serve for one year. The same person may be Treasurer and Secretary.

ARTICLE IV.

OF PRESIDENT AND VICE-PRESIDENT.

The President shall preside at all meetings of the Board and at the Annual Meeting of the Corporation. He shall appoint all Committees, unless otherwise directed. He shall perform all other duties usual to be performed by a presiding officer, or which may be imposed upon him by these By-Laws or by direction of the Board from time to time. In his absence, or at any time, by direction of the Board with his consent, all .or any of his duties shall be performed by the Vice-President,

ARTICLE V.

OF TREASURER.

The Treasurer shall hold the evidence of all property of the Corporation, and receive all moneys intended for its uses, and make such disbursements of the same from time to time, as shall be directed by the Finance Committee. He shall keep a fair account of his receipts and expenditures, which shall at all times be open to the inspection of the Managers, and shall make a report to the Board in writing at the stated meetings in May and November, and whenever required, of the state of his accounts; and if required by the Board, shall give security for the performance of his duties in such sum as they may direct,

ARTICLE VI.

OF SECRETARY.

The Secretary shall keep minutes of all proceedings of the Board, notify members of all meetings, and perform all other customary duties of a Secretary. He shall procure from the books of the Treasurer prior to the Annual Meeting of the Corporation for use thereat, the names of all persons entitled to vote at the same.

ARTICLE VII.

OF FINANCE COMMITTEE.

There shall be a Committee of Finance to consist of five members, two of whom shall always be the Vice-President and Treasurer, the others to be appointed annually, whose duties shall be to adopt means of augmenting the income of the Corporation, and to direct the payment of all current expenses. They shall meet on the First Friday of each month, at the Hospital, or such other time and place as the Committee may determine upon, and at the same hour as the Hospital Committee shall meet.

The Treasurer shall, at each meeting of the Finance Committee, make a monthly report of the receipts and expenditures, which shall be audited by the Finance Committee, and he shall also submit an estimate of the probable income and expenditure of the Hospital, for the ensuing month, and generally keep the Finance Committee informed of the financial condition and needs of the Hospital.

It shall be the duty of the Finance Committee to confer at their monthly meeting with the Hospital Committee. It shall be their duty, and the Finance Committee shall have power, to adopt such measures as they may think best to raise money for the Hospital.

ARTICLE VIII.

OF HOSPITAL COMMITTEE.

There shall be a Standing Committee of three, to be known as the Hospital Committee, which shall be appointed from the Board of Managers, as follows:—The Vice-President who shall be *ex-officio* a member of this Committee, shall appoint one member of this Board to serve on said Committee for one month, one member to serve for two months, and one member to serve for three months, and thereafter shall each month appoint one new member to serve for three months. The duty of said Committee shall be to meet at the Hospital on the First and Third Fridays of each month, to receive the report of the Supervising Physician, and to act on all matters relating to the Hospital and Dispensary. The Hospital Committee shall have all the powers of the Board of Managers, and have full power to act.

ARTICLE IX.

OF VISITING COMMITTEE.

There shall be a Visiting Committee, to visit at their own homes, patients whose names may be furnished to them, and report upon them to the Vice-President. The Vice-President may in his discretion, add others than members of the Board to the said Committee.

ARTICLE X.

OF MEDICAL STAFF.

SECTION 1.—The Medical Staff shall be elected annually, and shall consist of a Supervising Physician and such Resident, Dispensary, Attending and Consulting Physicians as the Board of Managers shall from time to time authorize. The Supervising Physician shall be elected at the first meeting of the Board of Managers held after the Annual Meeting of the Corporation; and shall hold office until his successor is appointed.

SEC. 2. *First.*—The Supervising Physician shall have general supervision and control over both the Hospital and Dispensary, and all employees.

Second.—He shall carry out all such directions as he may receive from the Board of Managers or Hospital Committee.

Third.—He shall receive, and refer to the Attending Physician, all applications for admission of patients to the Hospital.

Fourth.—He shall receive and submit to the Board, applications for positions on the Medical Staff.

Fifth.—He shall make all purchases for the Hospital, but he shall not make any purchase exceeding Ten dollars ($10.00) per month, without first receiving the authority of the Board or Hospital Committee to do so, except for marketing.

Sixth.—He shall generally supervise the clinics and the Apothecary, and supply the places of any Physicians, who shall themselves be temporarily unable to fill their clinics, until action can be taken by the Board or Hospital Committee.

Seventh.—He shall from time to time suggest to the Board of Managers or Hospital Committee such rules and changes as may seem advisable for the welfare of the Hospital and Dispensary.

Eighth.—He shall report on the First and Third Fridays of each month to the Hospital Committee.

Ninth.—The duties of the Supervising Physician, shall not be so construed, as to in any way interfere with the ordinary professional rights and duties of the Medical Staff.

SEC. 3.—The duties of the Physicians shall be such as the Board of Managers or Hospital Committee may, from time to time, appoint.

SEC. 4.—Resident Physicians may be appointed by the Board or by the Hospital Committee. Their duties shall be assigned by the Supervising Physician, subject to the approval of the Board of Managers.

ARTICLE. XI.

OF APOTHECARY.

The Hospital Committee, after consultation with the Supervising Physician shall, from time to time, appoint an Apothecary, fix the term of his appointment and his salary, and make such rules for the discharge of his duties as they may deem expedient.

ARTICLE XII.

All Patients shall be considered wards of the Institution.

ARTICLE XIII.

OF AMENDMENTS.

Alterations, Amendments and additions to these By-Laws may be made at any time, with the concurrence of a majority of the whole Board.